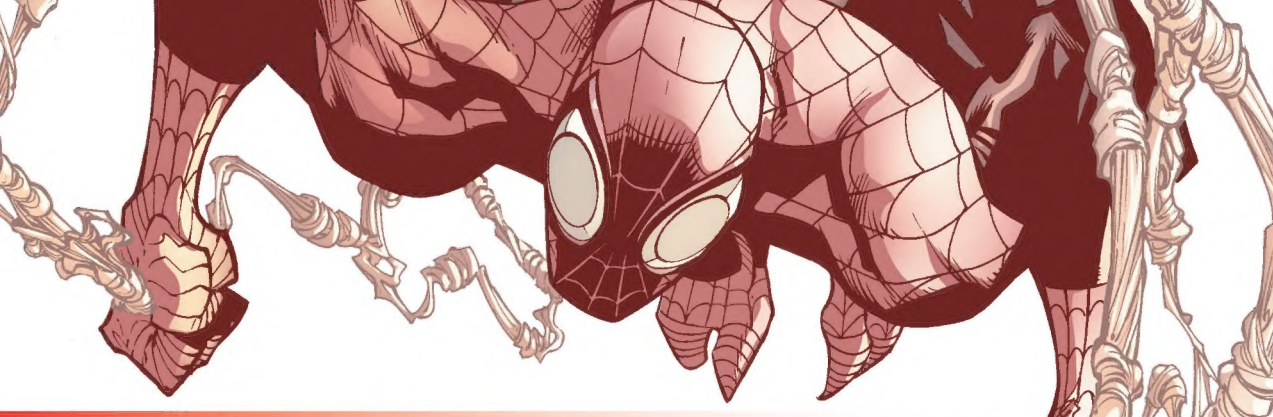
MARVEL

AR

SLOTT
GAGE
RAMOS
OLAZABA
DELGADO

025

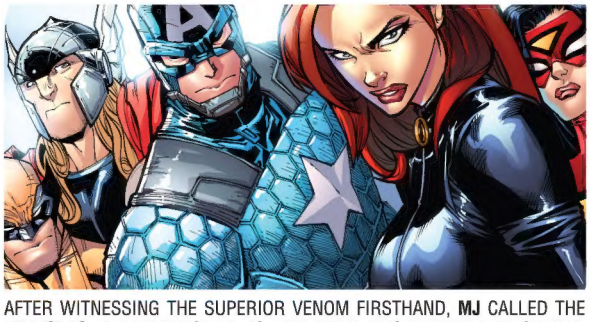


THE SUPERIOR SPIDER-MAN

IN A LAST-DITCH EFFORT TO SAVE HIMSELF FROM DEATH, **OTTO OCTAVIUS** SWAPPED MINDS WITH SPIDER-MAN, LEAVING **PETER PARKER** TO DIE IN HIS PLACE. TAKING ON PETER'S SENSE OF RESPONSIBILITY, OTTO CARRIED ON HIS MISSION AS THE SUPERIOR SPIDER-MAN.

BUT NOT EVERYONE WAS FOOLED. **CARLIE COOPER** DISCOVERED OTTO'S SECRET, BUT SINCE BEING KIDNAPPED BY GOBLINS, THAT INFORMATION IS NOW IN MORE SINISTER HANDS. NOW, THE **GREEN GOBLIN** BELIEVES CARLIE CAN TELL HIM WHOSE FACE IS UNDER SPIDER-MAN'S MASK AND IS USING GOBLIN FORMULA TO FIND OUT!

MEANWHILE, **VENOM** IS IN TOWN AND OTTO PLANNED TO DESTROY HIM. NOT REALIZING THAT THE SYMBIOTE'S HOST, **FLASH THOMPSON,** IS PETER'S BEST FRIEND, OTTO DEVISED A PLAN TO GIVE FLASH PROSTHETIC LEGS SO THAT HE CAN EXTRACT THE SYMBIOTE ON THE OPERATING TABLE. HOWEVER, HE COULDN'T CONTAIN IT AND IT MERGED WITH HIM TO BECOME THE **SUPERIOR VENOM!**



AFTER WITNESSING THE SUPERIOR VENOM FIRSTHAND, **MJ** CALLED THE **AVENGERS** AND THEY VOWED TO DEAL WITH THIS NEW THREAT. SPIDER-MAN HAS ALREADY BEEN PUT ON PROBATION BY THE AVENGERS FOR HIS RECENT VIOLENT DEALINGS WITH CRIMINALS. WILL THIS BE THE FINAL STRAW FOR CAP AND THE TEAM?

DAN SLOTT & CHRISTOS GAGE WRITERS
HUMBERTO RAMOS PENCILS
VICTOR OLAZABA INKS
DELGADO, FABELA, & GANDINI COLOR
CHRIS ELIOPOULOS LETTERER
J.G. JONES VARIANT COVER
ELLIE PYLE ASSISTANT EDITOR
STEPHEN WACKER EDITOR
AXEL ALONSO EDITOR IN CHIEF
JOE QUESADA CHIEF CREATIVE OFFICER
DAN BUCKLEY PUBLISHER
ALAN FINE EXEC. PRODUCER

When you see this: AR, open up the MARVEL AR APP (available on applicable Apple ® iOS or Android ™ devices) and use your camera-enabled device to unlock extra-special exclusive features!*

© 2014 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

The Diamond District.
Robbery in progress.
KRNNGHH
UNHH!
OH, MY GOD, BRUIN!
SPIDER-MAN'S NOT THAT STRONG! WHO ARE YOU?
WE ARE...
I AM...THE SUPERIOR VENOM. AND YOU, BLAZE, ARE THE ONLY TRUE THREAT IN THIS COLLECTION OF IDIOTS.
THOUGH A MINOR ONE...
MY FUEL!
SLIKT

...AND SOON TO BE NONEXISTENT.
OH NO...
RELEASE HIM.
WHO--?
FIGHT THE CREATURE THAT POSSESSES THEE, MY FRIEND. WE SHALL DO ALL IN OUR POWER TO SECURE THY FREEDOM.
PLEASE, SPIDER-MAN, STAND DOWN. WE DON'T WANT TO HURT YOU.
THE AVENGERS.
AHKK--
AH, BUT MY DEAR SPIDER-WOMAN...I SO WANT TO HURT YOU.
AND I CAN NO LONGER THINK OF A REASON NOT TO.

Safe house of Roderick Kingsley, the original Hobgoblin.
B-BOSS... BRUIN AND DEVIL-SPIDER ARE DOWN. MY FLAME GUN'S TOTALED. I NEED A DOCTOR...
SO CALL AN AMBULANCE. I'VE GOT BIGGER PROBLEMS.
I JUST LOST THREE MORE FRANCHISES. AND I WON'T STAND FOR THAT KIND OF HIT TO MY REP...OR MY PROFITS.
STEEPLEJACK. TUMBLER. RINGER. COME IN.
HERE.
STEEPLEJACK.
YEAH, KINGSLEY?
TUMBLER.
WHAT DO YOU NEED NOW?
ALL OF YOU. GO OUT AND EARN YOUR KEEP. NOW.
RINGER.
AND REMEMBER, THERE'S AN IMPOSTOR OUT THERE. YOU TURN OVER MY CUT TO ME ONLY, UNDERSTAND? NOT THE MASK, THIS FACE.
UH, NO DISRESPECT, BOSS, BUT WE'VE BEEN LISTENING IN.
I MEAN, THERE'S THAT CRAZY JACKED-UP SPIDER-MAN OUT THERE. AND NOW THE AVENGERS TOO? C'MON.
EXACTLY. WHICH MAKES THIS THE PERFECT TIME TO PULL A JOB. BECAUSE ANYONE CAN SEE...

"...THEY'LL BE KEEPING EACH OTHER BUSY FOR A WHILE."
I HAVE HAD ENOUGH!
I'VE DONE MORE FOR THIS CITY THAN YOU EVER DID! AND YOU QUESTION ME? PERSECUTE ME? NEVER AGAIN!
THE WARRIOR MADNESS AFFLICTS HIM. I MUST END THIS.
THOR, NO! HE CAN SENSE YOUR ATTACK!
KRAKATOOOM!
YESSS! AND USE IT AGAINST YOU!

SENSE IT, HE MAY. STOP IT?
NEVER!
OAF. MY POWER GROWS WITH EACH PASSING MOMENT. I AM NOT YOUR EQUAL...
...I AM YOUR BETTER!
THRAKADOOOM
KZAT
GAHH! BACKSTABBERS! BUT I HAVE ALLIES OF MY OWN!
SSSPIDER-ISLAND, DO YOU COPY?! FULL SSSTRIKE! EVERY SSSPIDERLING, EVERY ARACHNAUT TO ME!
WE GO TO WAR WITH THE AVENGERSSS!

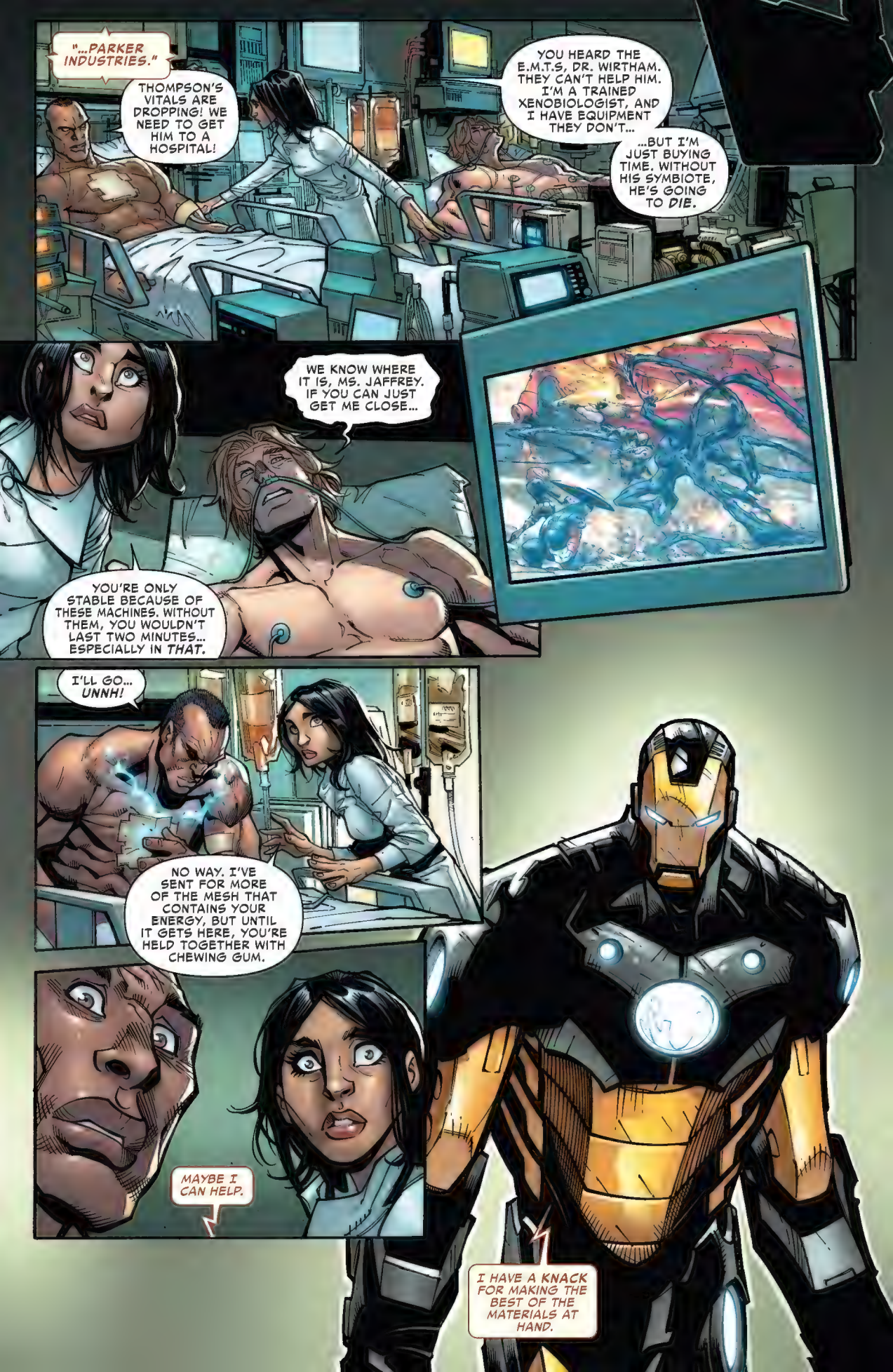
Spider-Island.
COPY THAT, BOSS. WE'RE ON OUR WAY!
HEY, BENNY, YOU SURE WE SHOULD BE DOING THIS? I MEAN, THE AVENGERS ARE THE GOOD GUYS, RIGHT?
YEAH. WHICH MEANS THEY'RE NOT GONNA KILL US.
BETWEEN YOU AND ME, IF WE DON'T OBEY ORDERS...
...I AIN'T SO SURE ABOUT THE BOSS.
GOBLIN KNIGHT TO GREEN GOBLIN. I GOT FOOTAGE OF THEIR CRISIS RESPONSE PROTOCOLS, LAYOUT... ALL WE NEED.
I ALREADY SEE WEAK POINTS WE CAN EXPLOIT.
WELL DONE. THAT SHOULD BE ENOUGH FOR NOW. PROCEED TO YOUR NEXT TASK.
ON MY WAY. EVERYTHING GOOD OVER THERE?
COULDN'T BE BETTER. MENACE IS TREATING THE FORMER CARLIE COOPER TO A FULL-FLEDGED GOBLIN MAKEOVER. AND THEY ARE HAVING...

The Goblin Underground.
SO. MUCH! FUN!
THIS IS JUST LIKE WHEN WE WERE LITTLE GIRLS PLAYING DRESS-UP!
NO. THAT WAS SOMEONE ELSE. A REPRESSED DRONE WHO WORKED HERSELF HALF TO DEATH IN A FORENSICS LAB, MAKING SURE THE MONSTERS GOT LOCKED UP.
IGNORING THE FACT THAT WE'RE ALL MONSTERS.
WHY, MY DEAR, I BELIEVE YOU'VE JUST RECHRISTENED YOURSELF. LET ME BE THE FIRST TO SAY GOODBYE TO CARLIE COOPER, AND WELCOME TO OUR LITTLE CLAN...
MONSTER!
OOH. MENACE AND MONSTER. I LIKE. WHAT DO YOU THINK, SWEETIE?
LILY, I-I-I LOVE IT! HA HA HA! WE'RE A SISTER ACT!

TRUE! NOW, FAMILIES DON'T KEEP SECRETS. SO LET'S CUT TO THE BIG REVEAL. THE SPIDER'S *REAL* NAME.
WHO IS HE?
IF I *DID* KNOW SOMETHING LIKE THAT, I WOULDN'T SHARE IT WITH JUST ANY OLD GOBLIN.
QUID PRO QUO. WHO ARE *YOU*?
HEH. DON'T LET THE THEATRICS FOOL YOU. IT'S ME...
NORMAN OSBORN.
EASY TO SAY. PROVE IT. TAKE OFF YOUR MASK.
AREN'T WE FORWARD!
I'D BE A *FOOL* TO UNMASK FOR SOMEONE WHO HASN'T *PROVED* SHE'S TRADED HER NYPD BADGE FOR A SPOT ON TEAM GOBLIN.
MENACE...ARRANGE A *COMING OUT PARTY* FOR OUR DEAR PRINCESS.
YES, M'LORD.
MAKE SURE SHE PAINTS THE TOWN *RED*.

THIS IS INSANITY!
CAPTAIN AMERICA TO ALL AVAILABLE AVENGERS. WE NEED BACKUP. IF YOU CAN HEAR ME...
...AVENGERS ASSEMBLE!
CAP, IT'S IRON MAN. I'M EN ROUTE.
NO!
CHANGE COURSE. DO NOT ENGAGE.
YOU ASKED FOR BACKUP. AND I CAN SEE WHY. FROM THE BROADCASTS I PICKED UP, IT LOOKS LIKE SPIDER-MAN'S BEEN TAKEN OVER BY THE VENOM SYMBIOTE.

EXACTLY. WHICH MEANS THERE'S ANOTHER AVENGER IN TROUBLE-- *CORPORAL EUGENE THOMPSON.*
OKAY...I KNOW THERE'S A LOT OF US NOW, BUT I'VE NEVER HEARD OF HIM.
I WORKED WITH HIM ON A FEW COVERT MISSIONS. HE WAS *AGENT VENOM* AND IN CONTROL OF THE SYMBIOTE. IF THEY'VE BEEN SEPARATED...
...FINDING OUT HOW AND WHY COULD BE THE KEY TO WINNING THIS FIGHT. AND HE ALSO MIGHT NEED *HELP.*
I'M ON IT, CAP. THERE WAS A 911 CALL NOT LONG AGO. VICTIM'S NAME, EUGENE THOMPSON. LOCATION...


"...PARKER INDUSTRIES."
THOMPSON'S VITALS ARE DROPPING! WE NEED TO GET HIM TO A HOSPITAL!
YOU HEARD THE E.M.T.S, DR. WIRTHAM. THEY CAN'T HELP HIM. I'M A TRAINED XENOBIOLOGIST, AND I HAVE EQUIPMENT THEY DON'T...
...BUT I'M JUST BUYING TIME. WITHOUT HIS SYMBIOTE, HE'S GOING TO DIE.
WE KNOW WHERE IT IS, MS. JAFFREY. IF YOU CAN JUST GET ME CLOSE...
YOU'RE ONLY STABLE BECAUSE OF THESE MACHINES. WITHOUT THEM, YOU WOULDN'T LAST TWO MINUTES... ESPECIALLY IN THAT.
I'LL GO... UNNH!
NO WAY. I'VE SENT FOR MORE OF THE MESH THAT CONTAINS YOUR ENERGY, BUT UNTIL IT GETS HERE, YOU'RE HELD TOGETHER WITH CHEWING GUM.
MAYBE I CAN HELP.
I HAVE A KNACK FOR MAKING THE BEST OF THE MATERIALS AT HAND.

LISTEN UP, AVENGER. THIS MAN'S UNDER MY CARE--
IT'S ALL RIGHT, SAJANI. MR. STARK'S KNOWN I'M CARDIAC SINCE THE SUPERHUMAN CIVIL WAR. WE HAVE AN... UNDERSTANDING.
FOR NOW, YES. AND I SUSPECT NEITHER ONE OF US IS THRILLED WITH IT. BUT I'M ALSO NOT AWARE OF ANY REASON TO BREAK IT.
CAPTAIN AMERICA'S BRIEFED ME ON YOUR SITUATION AS WELL, CORPORAL THOMPSON.
GREAT. I MEAN, NO OFFENSE, BUT A SECRET IDENTITY'S LIKE TOOTHPASTE. ONCE IT'S OUT, GOOD LUCK GETTING IT BACK IN.
TELL ME ABOUT IT. BUT IN THIS CASE, HAVING EVERYTHING OUT IN THE OPEN CAN ONLY HELP.
DR. WIRTHAM, I CAN SEAL THE TEAR IN THAT TEMPORARY PATCH. THEN I'D APPRECIATE YOUR THOUGHTS ON AN IDEA I HAVE.
BETTER. THANK YOU.
VZZ
IMPRESSIVE EQUIPMENT YOU'VE GOT HERE...SAJANI, WAS IT? YOU'RE WELL STOCKED FOR A STARTUP.
PETER PARKER WORKED AT MY COMPANY FOR A WHILE. SHARP GUY. I WOULDN'T MIND HIS INSIGHT ON THIS, TOO.
SORRY. I ALREADY CALLED HIM...

"...HE'S BUSY."
I'LL CRUSH YOU ALL!
GGH!
KRNCH
HAVE AT THEE!
M'FINE... GETTIN' UP...
EASY, LOGAN. YOU DON'T HAVE YOUR HEALING FACTOR ANYMORE.
SPIDER-MAN'S OUT OF HIS MIND. NOT HOLDING BACK AT ALL.
YOU PEOPLE NEED TO GET OUT OF HERE!
NOT A CHANCE. THIS IS GOLD!

YOU GOTTA BE KIDDING ME! SPIDER-MAN'S BEATING UP ON CAPTAIN AMERICA?
SAMY
THE NERVE'A THAT GUY! THE AVENGERS SAVED US FROM THOSE ALIENS. SPIDEY DIDN'T DO SQUAT!
OH, HE'S BEEN DOING PLENTY. RUNNING AROUND PUTTING PEOPLE IN THE HOSPITAL FOR JAYWALKING.
STARK
S'WHAT I'VE BEEN SAYING. HE'S GOT ALL THESE ROBOTS SPYING ON US. HE'S WORSE THAN THE NSA! WHO ELECTED HIM BIG BROTHER?
HE'S RIGHT! ONE PEEPED ON ME IN THE BATH!
THIS IS OUR CITY. I SAY WE TAKE IT BACK!
RIGHT ON, LADY! SQUASH THE SPIDER!
HEY! OVER HERE!
FEAST YOUR EYES ON THIS, PERVERT!
FSSST

Spider-Island Command Center.
I'M LOSING CAMERAS ALL OVER THE CITY! WHO DO THESE MORONS THINK THEY ARE?
I WISH WE HAD MORE THAN A SKELETON CREW. I'M GETTING A DIFFERENT GLITCH... THE ONE WE'VE BEEN FIGHTING ALL ALONG.
"AND WE STILL DON'T KNOW WHAT'S CAUSING IT!"
HAHAHAHAHA!
THERE! MORE OF KINGSLEY'S MEN! THE LITTLE BOTTOM-FEEDERS!
YOU'RE UP, SISTER. SHOW THEM HOW WE DEAL...
...WITH THOSE FOOLISH ENOUGH TO WORK THE GOBLIN'S TERRITORY!
WHAT?! BUT WE'RE WORKING FOR THE GOBLIN.
THE WRONG GOBLIN.
RUN! THEY'RE CRAZY!
FLATTERY WON'T HELP YOU, PAL.
COWARDS. THEY'RE DAMES PLAYING GAMES.
I'M A PROFESSIONAL.
POOM POOM

OW!
OOH, YOU LIKE IT ROUGH, HUH?
SO DO I!
KARRNNCHH
AWW, IT'S NOT MOVING. I THINK I BROKE IT.
HA HA! JUST LIKE A FAKE GOBLIN TO USE SUBSTANDARD MATERIALS.
ALL RIGHT, BABY SISTER! I KNEW YOU WERE ONE OF US.
WELCOME TO THE FAMILY. WE'RE GOING TO BE SO HAPPY...

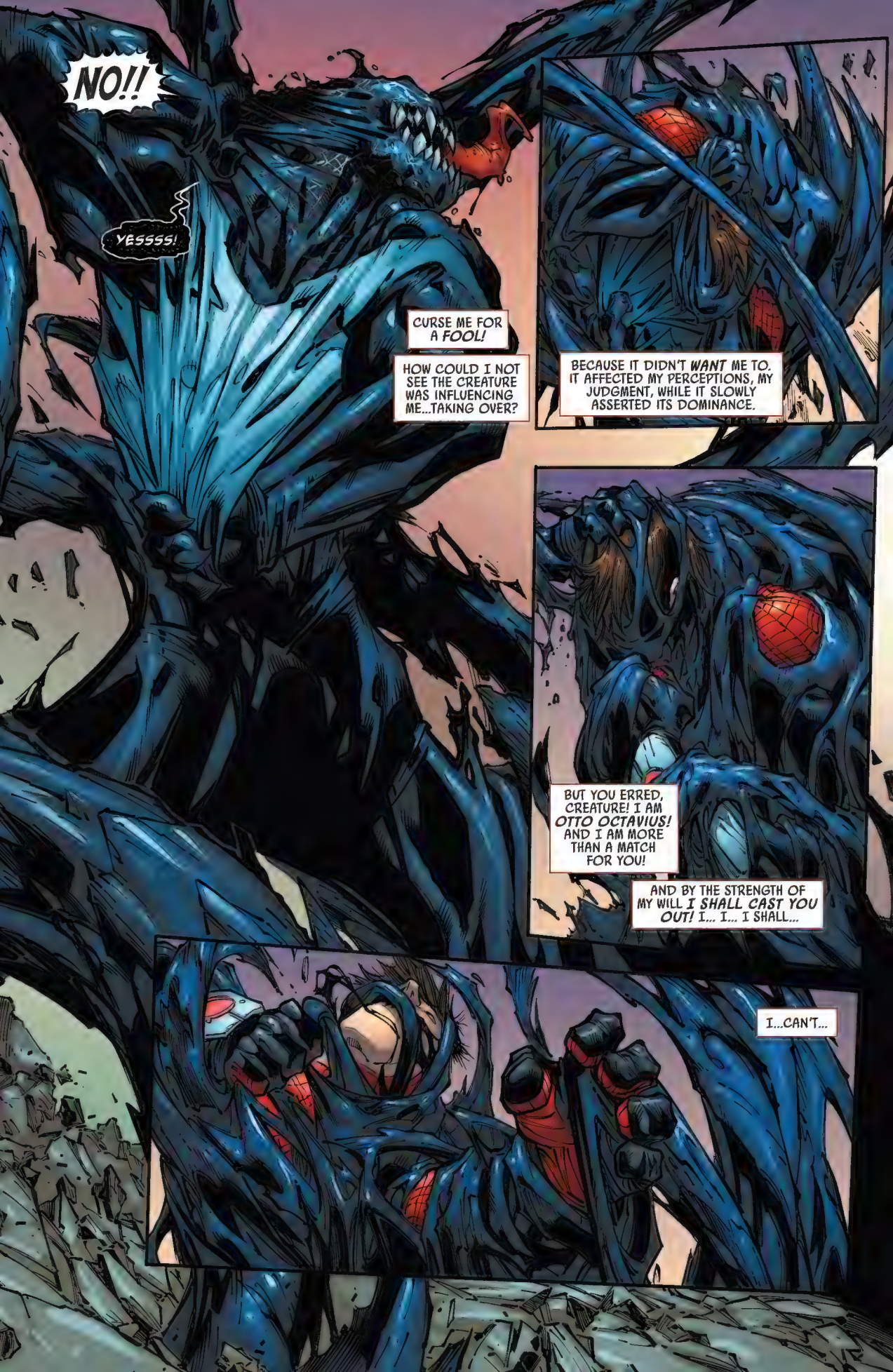
YEAH, BOSS, I GOT IT. SEEMS LEGIT. SHE WASN'T HOLDING BACK AT ALL. MAYBE EVEN A LITTLE *OVER-EXUBERANT*. BUT SHE'S NEW, THAT'S TO BE EXPECTED.
I'LL HEAD BACK AS SOON AS I TIE UP LOOSE ENDS.
P-PLEASE...NEED... HOSPITAL...
THERE! NOW YOU DON'T NEED A HOSPITAL ANYMORE.
IT'S YOUR LUCKY DAY, PAL. I CAN HELP WITH THAT.
SHHNKK
I KNOW THAT SWORD. TRAITOROUS LITTLE--
YOU WATCHING, RODDY? IT'S YOUR OLD WHIPPING BOY, PHIL URICH. I'M IN A NEW CREW NOW.
YOU WANNA TALK SURRENDER TERMS, YOU KNOW HOW TO REACH ME. CIAO!

The Diamond District.
LOOK AROUND. YOUR MEN ARE ALL DOWN. SOME COULD BE BADLY HURT. YOU DON'T WANT TO DO THIS.
I KNOW ABOUT YOUR PHEROMONES, WOMAN.
OKAY, BUT THAT DOESN'T MEAN THEY CAN'T REACH YOU. CALM YOU DOWN... REMIND YOU WE'RE YOUR FRIENDS.
MY... FRIENDS...
...WOULD NOT PLAY ME LIKE A PUPPET!
GUH!
GOT YOU!
ENOUGH. I SHALL RESTRAIN MYSELF NO LONGER!

LOUT. IF YOU ARE A GOD...
...THIS IS YOUR TWILIGHT.
UKK!
SHNGG
FOOLS! NONE OF YOU CAN MATCH ME. NOT PHYSICALLY...
...AND CERTAINLY NOT MENTALLY.
OH, I DON'T KNOW ABOUT THAT.
EH--?
I'VE GOT A DEGREE OR SIX.
STARK? BUT IF YOU'RE HERE, WHERE'S--

RIGHT HERE!
KRAKK
GNUHH!
I-IMPOSSIBLE...I SHOULD HAVE--
SENSED ME, RIGHT? BUT YOUR SPIDER-SENSE DOESN'T REACT TO THE SYMBIOTE. AND I SHOULD KNOW...
...'CAUSE I'VE STILL GOT TRACES OF IT IN ME!
THOMPSON?!

QUICK! WHILE HE'S STUNNED!
IT'S ALL GOOD. YOU WANNA COME BACK TO ME, DON'T YOU? HE CAN'T FORCE YOU TO STAY NOW.
YESSS...
KRAK
NO!
YOU... USED CHEMICALS. CONTROLLED ME. NOW I AM IN CONTROL.
BETTER. FASTER. STRONGER...
SSSUPERIOR!
W-WHAT?

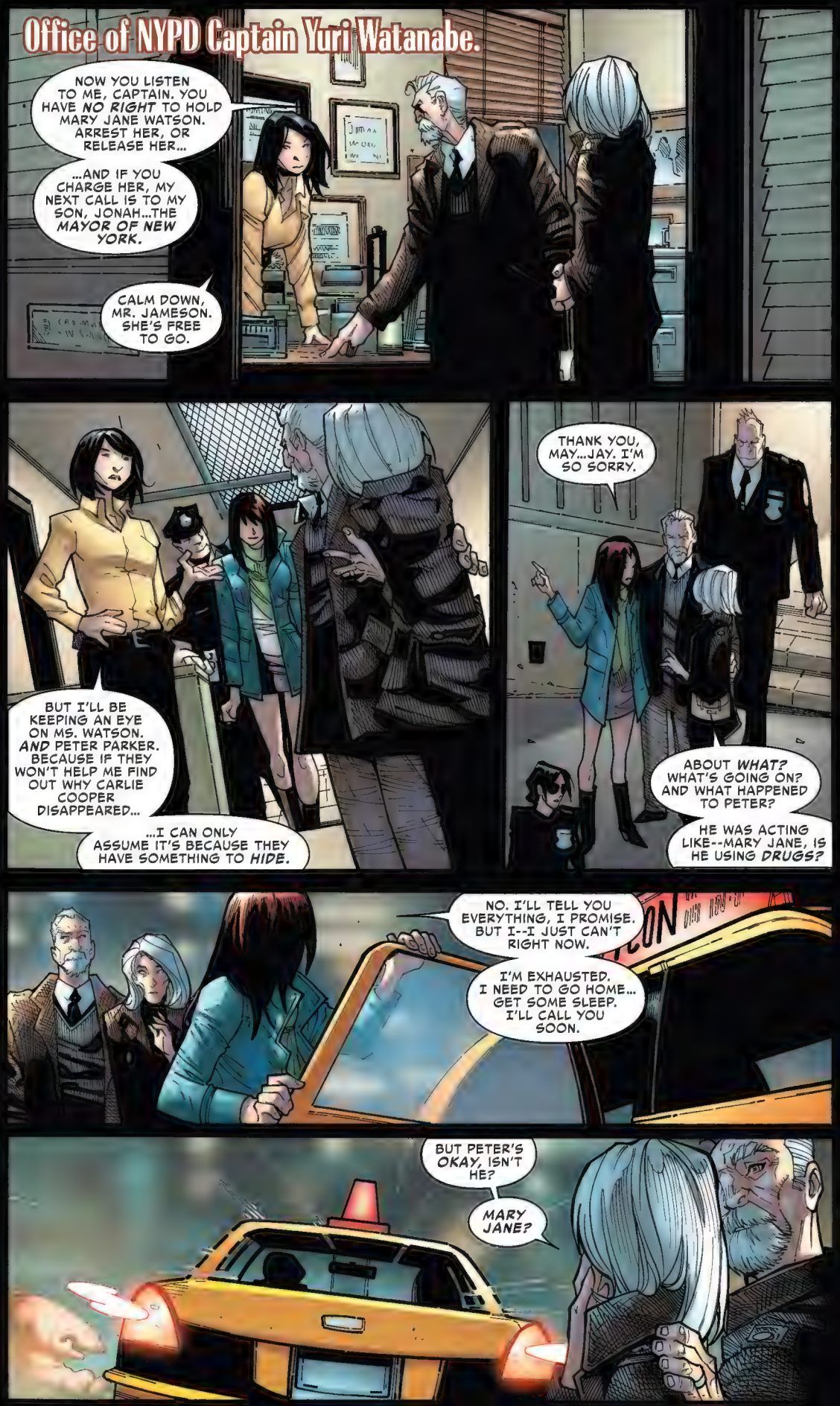

NO!!
YESSSS!
CURSE ME FOR A FOOL!
HOW COULD I NOT SEE THE CREATURE WAS INFLUENCING ME...TAKING OVER?
BECAUSE IT DIDN'T WANT ME TO. IT AFFECTED MY PERCEPTIONS, MY JUDGMENT, WHILE IT SLOWLY ASSERTED ITS DOMINANCE.
BUT YOU ERRED, CREATURE! I AM OTTO OCTAVIUS! AND I AM MORE THAN A MATCH FOR YOU!
AND BY THE STRENGTH OF MY WILL I SHALL CAST YOU OUT! I... I... I SHALL...
I...CAN'T...

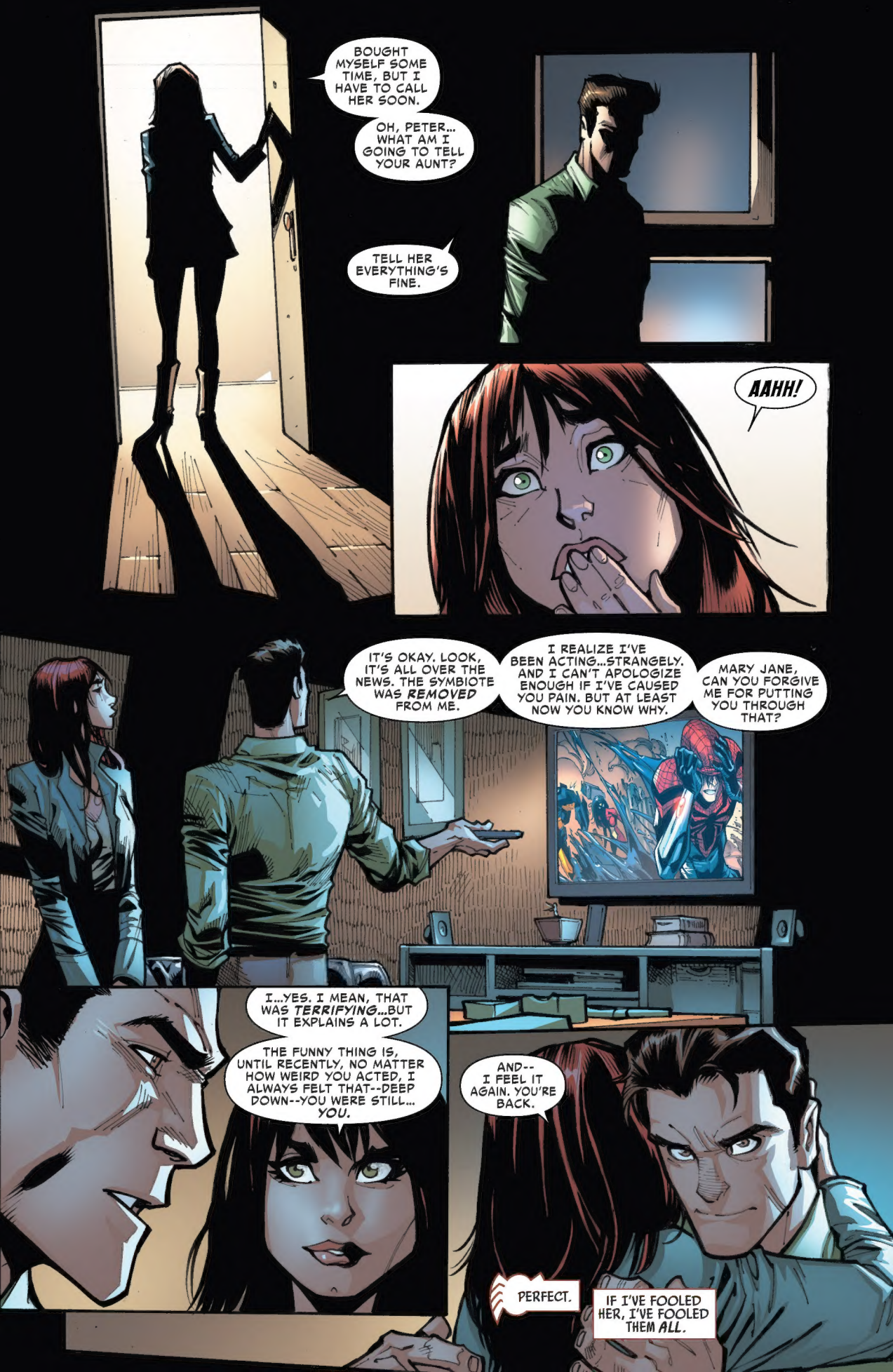
WAIT. I-
I THINK--
I-I'M DOING IT! I'M GAINING THE UPPER HAND!
NO, DOC. WHAT YOU'RE DOING IS FORCING MY HAND.
I'VE BEEN HOLDING BACK. WAITING FOR THE RIGHT CHANCE. BUT I CAN'T DO IT!
I CAN'T LET YOU PULL US EVEN *FURTHER* INTO THE DARKNESS!
I'M--I'M--
I'M PETER PARKER!
I'M BACK!
AND THIS IS JUST THE BEGINNING! BECAUSE I SWEAR TO YOU...I *WILL* BE--
--FREE!

THAT WAS NEARLY TOO LATE. FOR ANYONE ELSE, IT *WOULD* HAVE BEEN. WHO BUT I POSSESSES THE IRON WILL TO THROW OFF SUCH A MONSTER?
C'MERE. IT'S OKAY. YOU WERE CONFUSED.
COME HOME. WE NEED EACH OTHER. WE *BELONG* TOGETHER...
...AS *AGENT VENOM.*
EVERYTHING'S GOING TO BE ALL RIGHT NOW.

GOOD. DOC THINKS HE DID IT ALL THIS ON HIS OWN.
BETTER GO BACK TO KEEPING A LOW PROFILE. CAN'T AFFORD TO HAVE HIM TRY TO ERASE ME AGAIN.
ALTHOUGH IF HE'S MAKING MESSES LIKE *THIS*, I NEED TO FIGURE SOMETHING OUT SOON...
GOOD HEAVENS, LOOK AT THIS CHAOS. HOW WILL I EVER--WAIT.
AS EVER, IN CRISIS THERE IS *OPPORTUNITY*.
MY FRIENDS! HOW CAN I EVER REPAY YOU? AT LAST, AFTER ALL THESE MONTHS, I'M *MYSELF* AGAIN!
MONTHS? IT'S ONLY BEEN A FEW--
AH, BUT IT HASN'T. WHEN WE LAST MET, I WAS INFECTED BY *MICROSCOPIC FRAGMENTS* OF THE *SYMBIOTE*.
YES! EXACTLY!
YOU MEAN THAT TIME--
FLASH IS REFERRING TO VENOM #4: SYMBIOTIC STEVE.
IT HID WITHIN ME, REPLICATING... SLOWLY *TAKING CONTROL*. YOU MAY HAVE OBSERVED ME ACTING...STRANGELY. NOW YOU KNOW WHY.
BUT THANKS TO YOU, MY NIGHTMARE IS OVER. EVERYTHING IS AS IT SHOULD BE.
ALL IS RIGHT WITH THE WORLD.

HERE WE GO. I'M BEING PINGED ON MY SECURE ACCOUNT... THE ONE I USED WITH KINGSLEY.
PUT IT UP ON THE BIG SCREEN.
The Goblin Underground.
OSBORN? IS THAT YOU?
HELLO, RODDY. STILL SPONGING OFF THE WORK OF YOUR BETTERS, I SEE.
YOU'RE ONE TO TALK. I GET IT NOW. YOU'VE BEEN IMPERSONATING ME... RIPPING OFF MY MEN.
CONSIDER IT A GAUNTLET THROWN. A CHALLENGE.
IF YOU WISH TO ACCEPT, NAME THE PLACE. WE'LL SORT IT OUT LIKE MEN. OF COURSE, YOU COULD ALWAYS WALK AWAY--
NOT ON YOUR LIFE! I'VE SPENT TOO LONG BUILDING MY EMPIRE TO GIVE IT UP TO A RAVING LUNATIC LIKE YOU.
LOVELY! IT'S OFFICIAL, THEN.
LET THE WAR OF THE GOBLINS BEGIN!


Office of NYPD Captain Yuri Watanabe.
NOW YOU LISTEN TO ME, CAPTAIN. YOU HAVE *NO RIGHT* TO HOLD MARY JANE WATSON. ARREST HER, OR RELEASE HER...
...AND IF YOU CHARGE HER, MY NEXT CALL IS TO MY SON, JONAH...THE *MAYOR OF NEW YORK.*
CALM DOWN, MR. JAMESON. SHE'S FREE TO GO.
BUT I'LL BE KEEPING AN EYE ON MS. WATSON. *AND* PETER PARKER. BECAUSE IF THEY WON'T HELP ME FIND OUT WHY CARLIE COOPER DISAPPEARED...
...I CAN ONLY ASSUME IT'S BECAUSE THEY HAVE SOMETHING TO *HIDE.*
THANK YOU, MAY...JAY. I'M SO SORRY.
ABOUT *WHAT?* WHAT'S GOING ON? AND WHAT HAPPENED TO PETER?
HE WAS ACTING LIKE--MARY JANE, IS HE USING *DRUGS?*
NO. I'LL TELL YOU EVERYTHING, I PROMISE. BUT I--I JUST CAN'T RIGHT NOW.
I'M EXHAUSTED. I NEED TO GO HOME... GET SOME SLEEP. I'LL CALL YOU SOON.
BUT PETER'S *OKAY,* ISN'T HE?
MARY JANE?


BOUGHT MYSELF SOME TIME, BUT I HAVE TO CALL HER SOON.
OH, PETER... WHAT AM I GOING TO TELL YOUR AUNT?
TELL HER EVERYTHING'S FINE.
AAHH!
IT'S OKAY. LOOK, IT'S ALL OVER THE NEWS. THE SYMBIOTE WAS *REMOVED* FROM ME.
I REALIZE I'VE BEEN ACTING...STRANGELY. AND I CAN'T APOLOGIZE ENOUGH IF I'VE CAUSED YOU PAIN. BUT AT LEAST NOW YOU KNOW WHY.
MARY JANE, CAN YOU FORGIVE ME FOR PUTTING YOU THROUGH THAT?
I...YES. I MEAN, THAT WAS *TERRIFYING*...BUT IT EXPLAINS A LOT.
THE FUNNY THING IS, UNTIL RECENTLY, NO MATTER HOW WEIRD YOU ACTED, I ALWAYS FELT THAT--DEEP DOWN--YOU WERE STILL... *YOU.*
AND-- I FEEL IT AGAIN. YOU'RE BACK.
PERFECT.
IF I'VE FOOLED HER, I'VE FOOLED THEM *ALL.*

Avengers Tower.
SO. DID ANYONE BUY THAT LINE OF BULL FROM SPIDER-MAN? BECAUSE I SURE DIDN'T.
MICROSCOPIC PIECES OF THE SYMBIOTE...I GUESS THEORETICALLY IT'S POSSIBLE, BUT I THINK I'D KNOW.
THOMPSON, YOU HAVE A MENTAL LINK WITH THE SYMBIOTE, CORRECT? CAN YOU ACCESS ITS MEMORIES OF BEING PART OF SPIDER-MAN?
I HATE TO DO THAT, BUT IF HE'S IN SOME KIND OF TROUBLE... HUH.
I'M JUST GETTING A BLUR. LIKE TWO RADIO STATIONS PLAYING ON THE SAME FREQUENCY. WEIRD.
WE'LL LOOK INTO IT. BUT GIVEN THEIR HISTORY, I THINK IT'S BEST YOU KEEP YOUR SYMBIOTE FAR AWAY FROM SPIDER-MAN.
AGREED. AND I'VE GOT STUFF TO TAKE CARE OF IN PHILLY. IF YOU'RE ON THE CASE, I CAN LEAVE WITH A CLEAR CONSCIENCE.
I'LL KEEP YOU INFORMED. YOU'RE A GOOD SOLDIER, FLASH...AND A GOOD MAN.
I GOTTA TELL YA, STARK, ABOUT ALL I TRUST IS MY SENSES, AND THEY SAY SPIDEY'S THE SAME GUY HE'S ALWAYS BEEN. SCENT, VOICE, HEARTBEAT...
AND THE TESTS WE RAN SAID THE SAME THING.
TESTS?

WHILE YOU WERE IN SPACE, WE CONDUCTED A THOROUGH EXAMINATION OF SPIDER-MAN.
AYE. THERE WERE NO TRACES OF DARK MAGIC, NOR HAS SOME BASE CHANGELING REPLACED OUR FRIEND.
HE'S NOT A SPACE PHANTOM, OR A SKRULL... BELIEVE ME, WE TRIPLE CHECKED.
NO OFFENSE, BUT I DESIGNED MOST OF THIS EQUIPMENT. I KNOW IT BETTER THAN ANYONE. I'D LIKE TO TAKE A LOOK AT THE READINGS...MAYBE I'LL SEE SOMETHING YOU DIDN'T.
WELL, WHAT DO YOU KNOW? IT'S BEEN ERASED. AND SO HAVE THE SECURITY CAMERA FEEDS FROM THAT DAY...
...EXCEPT THE ONE ONLY I KNOW ABOUT.
TONY! IS PRIVACY A FOREIGN CONCEPT TO YOU?
NO, JUST OUTDATED. AFTER THE SKRULL INVASION I GOT EXTRA PARANOID.
AND I WAS RIGHT, WASN'T I? NOW LET'S SEE WHO DID THIS...
THAT DOES IT!
TIME TO BRING SPIDER-MAN IN!
NEXT: The Goblin War!

'SUP SPIDER-MAN

ELLIE PYLE
ASSISTANT EDITOR

STEPHEN WACKER
SENIOR EDITOR

AXEL ALONSO
EDITOR IN CHIEF

JOE QUESADA
CHIEF CREATIVE OFFICER

DAN BUCKLEY
PUBLISHER

ALAN FINE
EXEC. PRODUCER

Send e-mail to SPIDEYOFFICE@MARVEL.COM (please mark as OKAY TO PRINT)

NEXT: SUPERIOR SPIDER-MAN #26!

SUPERIOR SPIDER-MAN TEAM-UP #9!